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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 29, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D.C. 20423

Contract 3-8559 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St Charles, Missouri 63301

[Lessee Flint Hills Resources LP
4111 East 37th Street North
Wichita, KS 67220]

Section Chief
December 29, 2009
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A description of the railroad equipment covered by the enclosed document is:

209 railcars within the series SHPX 463691 - SHPX 463902 as more particularly set forth in the attachment to the document.

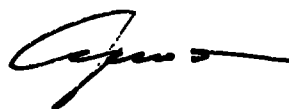
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to **Flint Hills Resources LP**, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract as identified on Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **SHPX** and/or **ACFX**.

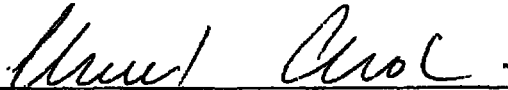
RECORDATION NO. 28209 FILED

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SURFACE TRANSPORTATION BOARD

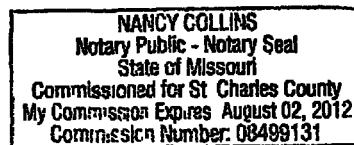
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By: 
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 1 dated 8/30/07

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463691
	Hopper	SHPX	463692
	Hopper	SHPX	463693
	Hopper	SHPX	463694
	Hopper	SHPX	463695
	Hopper	SHPX	463696
	Hopper	SHPX	463697
	Hopper	SHPX	463698
	Hopper	SHPX	463699
	Hopper	SHPX	463700
	Hopper	SHPX	463702
	Hopper	SHPX	463703
	Hopper	SHPX	463704
	Hopper	SHPX	463705
	Hopper	SHPX	463706
	Hopper	SHPX	463707
	Hopper	SHPX	463708
	Hopper	SHPX	463709
	Hopper	SHPX	463710
	Hopper	SHPX	463711
	Hopper	SHPX	463712
	Hopper	SHPX	463713
	Hopper	SHPX	463714
	Hopper	SHPX	463715
	Hopper	SHPX	463716
	Hopper	SHPX	463717
	Hopper	SHPX	463718
	Hopper	SHPX	463719
	Hopper	SHPX	463720
	Hopper	SHPX	463721
	Hopper	SHPX	463722
	Hopper	SHPX	463724
	Hopper	SHPX	463725
	Hopper	SHPX	463726

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rder 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463727
	Hopper	SHPX	463728
	Hopper	SHPX	463729
	Hopper	SHPX	463730
	Hopper	SHPX	463731
	Hopper	SHPX	463732
	Hopper	SHPX	463733
	Hopper	SHPX	463734
	Hopper	SHPX	463735
	Hopper	SHPX	463736
	Hopper	SHPX	463737
	Hopper	SHPX	463738
	Hopper	SHPX	463739
	Hopper	SHPX	463740
	Hopper	SHPX	463741
	Hopper	SHPX	463742
	Hopper	SHPX	463743
	Hopper	SHPX	463744
	Hopper	SHPX	463745
	Hopper	SHPX	463746
	Hopper	SHPX	463747
	Hopper	SHPX	463748
	Hopper	SHPX	463749
	Hopper	SHPX	463750
	Hopper	SHPX	463751
	Hopper	SHPX	463752
	Hopper	SHPX	463753
	Hopper	SHPX	463754
	Hopper	SHPX	463755
	Hopper	SHPX	463756
	Hopper	SHPX	463757
	Hopper	SHPX	463758
	Hopper	SHPX	463759
	Hopper	SHPX	463760

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463761
	Hopper	SHPX	463762
	Hopper	SHPX	463763
	Hopper	SHPX	463764
	Hopper	SHPX	463765
	Hopper	SHPX	463766
	Hopper	SHPX	463767
	Hopper	SHPX	463768
	Hopper	SHPX	463770
	Hopper	SHPX	463771
	Hopper	SHPX	463772
	Hopper	SHPX	463773
	Hopper	SHPX	463774
	Hopper	SHPX	463775
	Hopper	SHPX	463776
	Hopper	SHPX	463777
	Hopper	SHPX	463778
	Hopper	SHPX	463779
	Hopper	SHPX	463780
	Hopper	SHPX	463781
	Hopper	SHPX	463782
	Hopper	SHPX	463783
	Hopper	SHPX	463784
	Hopper	SHPX	463785
	Hopper	SHPX	463786
	Hopper	SHPX	463787
	Hopper	SHPX	463788
	Hopper	SHPX	463789
	Hopper	SHPX	463790
	Hopper	SHPX	463791
	Hopper	SHPX	463792
	Hopper	SHPX	463793
	Hopper	SHPX	463794
	Hopper	SHPX	463795

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463796
	Hopper	SHPX	463797
	Hopper	SHPX	463798
	Hopper	SHPX	463799
	Hopper	SHPX	463800
	Hopper	SHPX	463801
	Hopper	SHPX	463802
	Hopper	SHPX	463803
	Hopper	SHPX	463804
	Hopper	SHPX	463805
	Hopper	SHPX	463806
	Hopper	SHPX	463807
	Hopper	SHPX	463808
	Hopper	SHPX	463809
	Hopper	SHPX	463810
	Hopper	SHPX	463811
	Hopper	SHPX	463812
	Hopper	SHPX	463813
	Hopper	SHPX	463814
	Hopper	SHPX	463815
	Hopper	SHPX	463816
	Hopper	SHPX	463817
	Hopper	SHPX	463818
	Hopper	SHPX	463819
	Hopper	SHPX	463820
	Hopper	SHPX	463821
	Hopper	SHPX	463822
	Hopper	SHPX	463823
	Hopper	SHPX	463824
	Hopper	SHPX	463825
	Hopper	SHPX	463826
	Hopper	SHPX	463827
	Hopper	SHPX	463828
	Hopper	SHPX	463829

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463830
	Hopper	SHPX	463831
	Hopper	SHPX	463832
	Hopper	SHPX	463833
	Hopper	SHPX	463834
	Hopper	SHPX	463835
	Hopper	SHPX	463836
	Hopper	SHPX	463837
	Hopper	SHPX	463838
	Hopper	SHPX	463839
	Hopper	SHPX	463840
	Hopper	SHPX	463841
	Hopper	SHPX	463842
	Hopper	SHPX	463843
	Hopper	SHPX	463844
	Hopper	SHPX	463845
	Hopper	SHPX	463846
	Hopper	SHPX	463847
	Hopper	SHPX	463848
	Hopper	SHPX	463849
	Hopper	SHPX	463850
	Hopper	SHPX	463851
	Hopper	SHPX	463852
	Hopper	SHPX	463853
	Hopper	SHPX	463854
	Hopper	SHPX	463855
	Hopper	SHPX	463856
	Hopper	SHPX	463857
	Hopper	SHPX	463858
	Hopper	SHPX	463859
	Hopper	SHPX	463860
	Hopper	SHPX	463861
	Hopper	SHPX	463862
	Hopper	SHPX	463863

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463864
	Hopper	SHPX	463865
	Hopper	SHPX	463866
	Hopper	SHPX	463867
	Hopper	SHPX	463868
	Hopper	SHPX	463869
	Hopper	SHPX	463870
	Hopper	SHPX	463871
	Hopper	SHPX	463872
	Hopper	SHPX	463873
	Hopper	SHPX	463874
	Hopper	SHPX	463875
	Hopper	SHPX	463876
	Hopper	SHPX	463877
	Hopper	SHPX	463878
	Hopper	SHPX	463879
	Hopper	SHPX	463880
	Hopper	SHPX	463881
	Hopper	SHPX	463882
	Hopper	SHPX	463883
	Hopper	SHPX	463884
	Hopper	SHPX	463885
	Hopper	SHPX	463886
	Hopper	SHPX	463887
	Hopper	SHPX	463888
	Hopper	SHPX	463889
	Hopper	SHPX	463890
	Hopper	SHPX	463891
	Hopper	SHPX	463892
	Hopper	SHPX	463893
	Hopper	SHPX	463894
	Hopper	SHPX	463895
	Hopper	SHPX	463896
	Hopper	SHPX	463897

Schedule A

Equipment

Flint Hill Resources, LP

Contract 3-8559 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	463898
	Hopper	SHPX	463899
	Hopper	SHPX	463900
	Hopper	SHPX	463901
	Hopper	SHPX	463902
209			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

12/29/09



Robert W Alvord